

**Monroe County Youth Soccer
BY-LAWS
As Amended May 22, 2002**

**Article 1
General Description**

Section 1. Name:

This organization is incorporated under the laws of the State of Indiana and shall be known as Monroe County Youth Soccer Inc., also identified as “MCYS”, and hereafter referred to within these By-Laws as either “the Corporation” or “MCYS”.

Section 2. Purpose:

This organization identified as MCYS has been established in order to provide a medium through which the following functions can be performed:

- 1) Be an advocate for youth soccer by distributing soccer information, supporting local and regional tournaments, and creating a unified community environment to further the education, participation, and enjoyment of soccer for the youth in Monroe County and surrounding areas.
- 2) Provide an outlet for the youth in Monroe County and surrounding areas to further develop soccer skills through placement on (a) teams which travel and play other teams in central Indiana, in a competitive atmosphere (“Competitive Soccer Division”) and (b) teams which play recreational soccer in Monroe County (“Recreational Soccer Division”).
- 3) Coordinate the placement of Monroe County and surrounding area youth on soccer teams which shall be registered with the Central Indiana Youth Soccer league (CIYSL), and which may be registered with the Greater Indianapolis Region League Soccer (G.I.R.L.S.), the Indiana Youth Soccer Association (IYSA), and ultimately the National Youth Soccer Association (NYSA).
- 4) Rent, develop and/or purchase local park and recreational soccer fields in order for the teams belonging to this organization to practice and to play soccer games as well as to provide qualified officiating support for all recreational games and all competitive home soccer games.
- 5) Provide qualified coaching to develop and enhance youth soccer skills in accordance with the following coaching mission statement:

The mission of MCYS coaches is to offer an environment and provide soccer skill development such that every soccer player plays to his/her maximum potential individually, and as part of a team. Coaches are expected to foster an atmosphere which contributes to the positive self-esteem of each player; good sportsmanship; respect for teammates, opponents, and coaches; self-discipline; and pursuit of team goals.

**Monroe County Youth Soccer
BY-LAWS
As Amended May 22, 2002**

6) Provide qualified training and any other necessary support to develop MCYS coaches.

Section 3. Area:

MCYS shall serve the geographic area surrounding and including Monroe County in the State of Indiana.

Section 4. Rights and Powers:

MCYS shall have, exercise and enjoy all rights and powers provided under Indiana law, including but not limited to all powers set forth in Indiana Code Section 23-17-4-2, as amended. MCYS shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations thereunder. The powers of MCYS shall include, but in no way be limited to, the following powers:

- (a) To provide facilities, personnel, services and funds to achieve the established purposes of the Corporation;
- (b) To conduct financial transactions in the ordinary course of business;
- (c) To receive any real or personal property, tangible or intangible, by gift, grant, devise or bequest from any individual, government entity, foundation or corporation, either public or private;
- (d) To dispose of any real or personal property in accordance with the purposes, goals and/or financial needs of the Corporation;
- (e) To make grants, gifts, payments or monetary or non-monetary contributions for exclusively charitable or educational purposes.
- (f) To enter into any contracts consistent with making youth soccer available to the youth of Monroe County.

Section 5. Limitation on Liabilities:

These By-Laws have been amended in the past to include the Kicks for Kids recreational soccer teams in the MCYS organization and to allow for the possibility that additional recreational and/or competitive soccer teams will be added in the future. MCYS is not assuming and will not assume any liabilities and/or debts incurred by Kicks for Kids or other soccer teams or organizations prior to the time that such teams or organizations are officially part of the MCYS organization and MCYS is in possession and control of such teams' or organizations' assets, including bank accounts.

**Monroe County Youth Soccer
BY-LAWS
As Amended May 22, 2002**

Section 6. Structure:

The structure of the Corporation shall be composed of the Membership, a Board of Directors, including an Executive Committee, and a Director of Soccer.

**Article II
Corporation Member**

Section 1. Definition:

A member of MCYS is defined as any parent or legal guardian of a child registered in any of the Corporation's soccer programs, or any person having an interest in the objectives of the Corporation and serving in a position within the Corporation.

Section 2. Voting:

The parents or legal guardians of players on teams that are officially part of MCYS will be able to cast one vote in any election where the votes of the members are required, so long as all fees owed for the players' participation in MCYS are paid at the time of the election. If a family has more than one player on MCYS teams, the family will still receive one vote (and not multiple votes). Voting by proxy shall not be allowed.

Section 3. Termination of Membership:

The Board may request the resignation, or terminate the membership of, a member only as set forth in the Monroe County Youth Soccer Procedures and Rules ("Procedures and Rules").

**Article III
Board of Directors**

Section 1. Composition of the Board and Executive Committee:

- (a) The Corporation's Board of Directors shall include up to seventeen (17) Directors; seven (7) of the Directors shall be the Officers of the Executive Committee.
- (b) The Officer positions of the Executive Committee of the Board shall be the President, Vice President of the Competitive Soccer Division, Vice President of the Recreational Soccer Division, Secretary, Treasurer of the Competitive Soccer Division, Treasurer of the Recreational Soccer Division, and the Registrar. The President of the Executive Committee shall serve as the Chairperson of the Board. The responsibilities of the Officers are set forth in the Procedures and Rules.

**Monroe County Youth Soccer
BY-LAWS
As Amended May 22, 2002**

Section 2. Seating and Tenure:

- (a) Except for the immediate past President, the Directors (including Officers of the Executive Committee) shall be divided into two classes, as nearly equal in number as possible, as determined by the Board of Directors. The term of office of the first class of Directors will expire in May 2003, and the term of the second class of Directors will expire in May 2004. The members of each class of Directors will hold office until their successors are elected. Each year following the 2002 annual meeting, the successors of the class of Directors whose term is expiring shall be elected to hold office for a two-year term. Directors may serve a maximum of three consecutive two-year terms (6 years). Except for the immediate past President, Director positions shall be filled each May through an election process in which existing members of MCYS will cast their vote. The immediate past President automatically becomes a Director once he or she is no longer President, and remains a Director (if willing to serve) through the term of the successor President.

- (b) Each February the Board of Directors shall appoint a Nominating Committee consisting of the then President, at least one Director who is not a member of the Executive Committee, and at least one other member of MCYS who is not a member of the Board. The Nominating Committee shall research the needs of the membership and the Board, identify potentially suitable Board members, including Officers for the Executive Committee, and at the April meeting of the Board, propose a slate of Directors/Officers for election in May. Members may also nominate other candidates for Director positions at the April meeting. The election for open Director positions shall take place each May, at a time and in a manner as may be determined by the Board of Directors.

- (c) If a Director's position is vacated for any reason prior to the expiration of that Director's term, the Board of Directors may elect a replacement to fill that position through the end of the Director's term.

- (d) A Director may be removed from office if he or she fails regularly to attend meetings, or fails to follow the By-Laws and/or the rules established in the Procedures and Rules.

Section 3. Responsibilities:

The Corporation's Board of Directors shall be responsible for:

**Monroe County Youth Soccer
BY-LAWS
As Amended May 22, 2002**

- (a) reviewing and maintaining the BY-LAWS in such a manner that these laws are kept current and amended as needed;
- (b) the management and operation of the Corporation, which responsibilities may be delegated by the Board to the Executive Committee and/or the Director of Soccer;
- (c) assuring the members of the Corporation that the Board, the Executive Committee, and the Director of Soccer are operating in accordance with the established MCYS mission statement;
- (d) assuring that the Board and Executive Committee are filing all required documents to State and Federal governments in order to keep the Corporation in good standing;
- (e) reviewing and approving the Corporation's budget, including the Corporation's fee structure, on an annual basis, and;
- (f) having the Corporation maintain good standing with local community organizations, as well as all soccer organizations in which the corporation maintains membership.

Section 4. Meetings:

The Board of Directors shall meet on a monthly basis, at least ten (10) times each year. The Board's regular meetings will be open to all members. Special meetings, including executive sessions, may be called by or at the request of the President or any two Directors. Board members must receive at least two days advance notice of any meetings. Notice may be provided by e-mail, telephone, or regular mail. If notice is provided by regular mail, the notice must be postmarked at least five days in advance of the meeting.

Section 5. Quorum:

In any meeting in which action by the Board of Directors or the Executive Committee must be taken, a quorum of the Board or Executive Committee must be present. Provided there has been advance notice of the meeting as required by Section 4 above, those Directors or Officers present shall constitute a quorum.

Section 6. Manner of Acting:

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board. The Board may determine to act by written consent, including through e-mail, and/or through meetings by telephone, unless there is an objection by one of the Board members.

**Monroe County Youth Soccer
BY-LAWS
As Amended May 22, 2002**

Section 7. Coordinator Positions and Other Assignments:

The President, in consultation with the Executive Committee, may appoint Directors and other members to serve in Coordinator Positions as set forth in the Procedures and Rules. All Directors shall perform assignments as requested by the President.

Section 8. Compensation:

Persons serving as Board or Executive Committee members and persons serving in Coordinator Positions shall serve without compensation.

Section 9. Contracts:

The Board and/or the President shall have the authority to contract with other entities or individuals to perform such tasks with respect to the formation, training, development, administration and coordination of teams in the Competitive Soccer Division and/or the Recreational Soccer Division as the Board may deem appropriate, necessary and/or in the best interests of the Corporation.

Section 10. Other Provisions:

All other requirements and provisions relating to the Board and Executive Committee are contained in the Procedures and Rules.

**Article IV
Director of Soccer**

Section 1. Definition

The Director of Soccer is responsible for overseeing and implementing the programs offered by MCYS. The Director of Soccer is a compensated independent contractor position; he or she reports to the Board. The responsibilities of the Director of Soccer are set forth in the Procedures and Rules.

**Article V
Corporate Indemnification**

Section 1. General:

**Monroe County Youth Soccer
BY-LAWS
As Amended May 22, 2002**

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person against any claim made, or threatened to be made, or any suit or proceeding by reason of the fact that he or she is or was a Director, Officer, Director of Soccer, Coordinator, or other agent of the Corporation, or of any other organization served by him or her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Section 2. Advancing Expenses:

Reasonable expenses, including attorney' fees, incurred in defending any actual or threatened claim, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer or other agent to repay such amount if it shall ultimately be determined that the Director, Officer or other agent is not entitled to be indemnified by the Corporation.

Section 3. Insurance:

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer or other agent of the Corporation, against any liability asserted against and/or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this article or any statute.

**Article VI
Amendment to BY-LAWS**

These By-Laws may be amended or altered by the simple majority vote of the Board of Directors provided that advance written notice of the proposed amendments are provided to the Board members.

**Article VII
Dissolving the Corporation**

If the Corporation is dissolved, the assets of this Corporation will be distributed to another not-for-profit organization with similar goals and objectives.